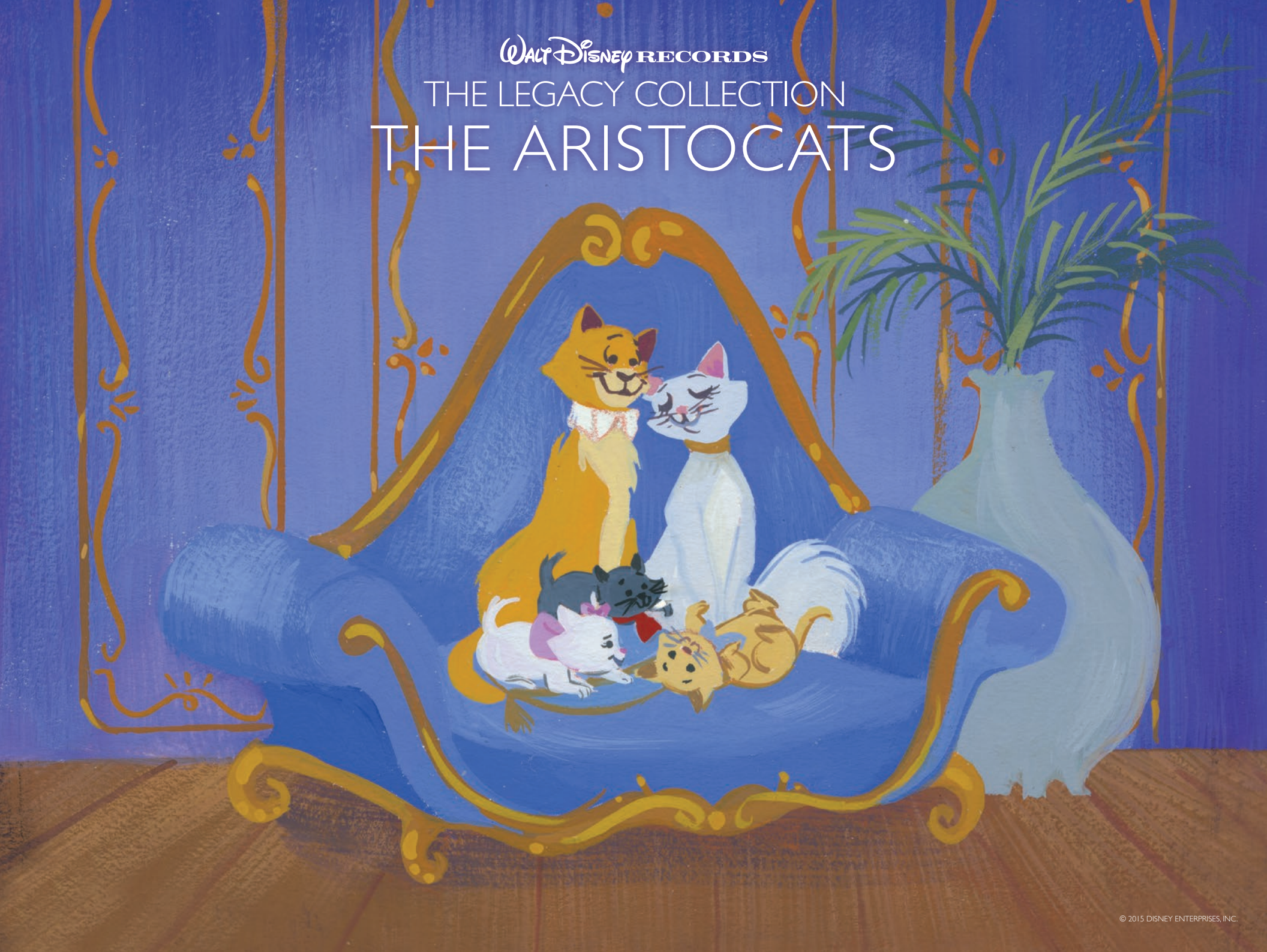

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From the time when Walt Disney first green-lighted the story, *The Aristocats* managed to survive, albeit with changes, the stormy vicissitudes of a studio without its leader. From Walt's time (*One Hundred and One Dalmatians*, *The Sword in the Stone*) to post-Walt (*The Aristocats*, *Robin Hood*), a creative blueprint had become established for what delivered—from a box office, if perhaps not an innovative standpoint—success and sustenance of Disney animation in the '60s and '70s.

This blueprint—or what some might term a formula—employed the Xerox process, which defined the look of Disney animated features in this era; characters derived from the strong, recognizable personas of radio, film and TV notables; episodic stories built around comic set pieces; and largely comic villains with varying degrees of menace.

Tying the form together was music—the work of underscore composer George Bruns and the songs of the Sherman Brothers (who wrote most of them) and several others including Terry Gilkyson, Floyd Huddleston and Al Rinker, all of whom wrote tunes for *The Aristocats*.

George Bruns (along with such Walt Disney Studios musical directors as Buddy Baker and Bob Brunner) set the tone for the background scores of Disney film, TV and Disneyland attractions at the height of the baby boom entertainment era. Bruns, like Henry Mancini and Ron Goodwin, had a talent for dreaming up engaging themes for characters, locations and situations. While he created them for live-action as well (his "Herbie" theme popped up in the "Love Bug" films long after his passing), Bruns' most effective use of these melodies, or leitmotifs, were as key to each animated feature as were the songs.

Mancini believed he hadn't done his job correctly if audiences paid attention to his music while watching the movie, yet some of his most memorable themes shared the spotlight with visuals, e.g. "They're Off" in *The Great Race* and "Baby Elephant Walk" in *Hatari!* and took on a life of their own. True to this style, Bruns' cues move in and out of the forefront, depending on each scene's needs. Nowhere in *The Aristocats* is a Bruns theme more showcased than in the Amelia and Abigail Gabble sequence; amusing as the two geese and their waddles are, the humor is maximized by Bruns' "Baby Elephant Walk"-like accompaniment.

While most musical films interpolate song melodies into the narrative, Bruns often kept his own themes separated from the songwriters' melodies, creating an audio duality—*The Aristocats* being a prime example. The film was also the last traditionally musical Disney animated feature—as defined by having songs predominantly sung on camera—until the mainstream pop vibe of 1988's *Oliver & Company* and the Broadway framework of 1989's *The Little Mermaid*.

In the years since the first theatrical release of *The Aristocats*, the soundtrack music was scattered to the four winds. In the U.K., "Thomas O'Malley Cat," "Ev'rybody Wants to Be a Cat" and "The Aristocats" appeared in '70s vinyl compilations on labels like Pickwick and Ronco (yes, the makers of the Veg-O-Matic, Cap Snaffler and Mr. Microphone). During the CD boom, Pickwick released an *Aristocats* song and score soundtrack in the U.K. (For some reason, Maurice Chevalier's French verse in the title song was replaced with a repeat of his English verse; this was also true of the appearance of the song on American releases).

The original U.S. vinyl Aristocats releases include Disneyland Records' 1970 GRAMMY® -nominated Storyteller book and record album (STER-3995). There was no soundtrack material on the record except Pat Buttram and George Lindsey's dialogue as Napoleon and Lafayette. And while the cover indicated stereophonic sound, the record is actually mono except for a few one-channel lines recorded for the album by narrator Sterling Holloway in his role as Roquefort.

Another 1970 Disneyland LP release, *The Aristocats and Other Cat Songs* (DQ-1331), contained non-soundtrack versions ("studio cast" in industry parlance or "second cast" in Disneyspeak) plus the previously released tracks, "Thomasina," "The Siamese Cat Song" and "That Darn Cat." *The Aristocats* songs were recorded at Tutti Camarata's Sunset Sound Recorders studio and Abbey Road Studios in London. These songs were the same ones included on the Storyteller LP, but they are presented on this disc in full stereo.

Camarata's renditions arguably rival the soundtrack versions in energy and scope. His take on "Scales and Arpeggios" offers a more pronounced build from solo voice and piano to full chorus and orchestra; "Thomas O'Malley Cat" is arranged in a bold big-band style worthy of Ol' Blue Eyes; and "Ev'rybody Wants to Be a Cat" is a three-part production—a saloon-style solo by Phil Harris, a spectacular instrumental and a finale by The Mike Sammes Singers.

It wasn't until 2009 that Walt Disney Records released *Songs from The Aristocats*, an EP-length CD featuring almost all of the soundtrack songs (some of which also turned up on compilations) on one disc. Missing again was the French "The Aristocats" song verse. "Ev'rybody Wants to Be a Cat" faded out before Robie Lester's solo verse (in which Duchess plays the harp). The second cast version of "She Never Felt Alone" was included in the program, as it was more complete than the soundtrack version.

It is a great delight to finally enjoy the most comprehensive song and music soundtrack album of *The Aristocats* in this long-awaited Legacy Collection edition. In addition to the soundtrack, restored to its full clarity and brilliance, this edition also includes an expanded variety of Lost Chords bonus tracks and all five stereo renditions from the Camarata second cast LP.

To which discs do the others tip their hats? *Naturellement, The Aristocats!*

The five Camarata "second cast" bonus tracks on this CD set of The Aristocats *feature two great names in the history of Walt Disney Records:*

ROBIE LESTER

As the original "Disneyland Story Reader" on over 40 read-along book and record sets, and a singer, narrator and voice actor on dozens of other titles, Robie Lester has the distinction of appearing on more individual Walt Disney Records releases than any other performer.

Born in Megargel, Texas and raised in Ontario, Canada, Lester studied acting with Jeff Corey, whose other students included James Dean, Barbra Streisand, Jack Nicholson, Sally Field, Leonard Nimoy and Rita Moreno. While her on-camera appearances included singing alongside Walt Disney in the "Holiday Time at Disneyland" installment of his *Wonderful World of Color* TV series and playing the Blue Fairy in *Pinocchio* with Paul Winchell, she found her greatest success off camera as one of Hollywood's most sought-after soloists and voice actors.

As a popular singer, Lester signed with Liberty Records in 1957. She found herself performing with the best in the business, including Herb Alpert, Henry Mancini and The Sandpipers (for whom she sang the Spanish solo on the hit single "Guantanamera").

"Robie could do anything I gave to her," said Tutti Camarata. He would often hand her a stack of five or six read-along scripts to learn and record within mere minutes—without any films for reference and long before VHS or DVD—and she would give each the warmth and care that resulted in fond childhood memories for millions of listeners. Lester became part of Disneyland Records' stock company, along with Ginny Tyler, Dal McKennon and Sam Edwards. She was also heard on Disney film soundtracks; in *Bedknobs and Broomsticks*, her voice is doubled as the two ladies who greet David Tomlinson on Portobello Road; and in *The Three Lives of Thomasina*, she sings the title song and speaks for Karen Dotrice when she says, "Thomasina!"

In addition to *The Aristocats*, the year 1970 also brought Lester the role for which she will be most remembered: the speaking and singing voice—as well as likeness—of Miss Jessica, who marries Kris Kringle in the Rankin/Bass stop-motion animated TV special, *Santa Claus Is Comin' to Town*. In the last 45 years, it has become a tradition, most recently through its annual airing on Disney's ABC Family channel.

Health problems began to plague Lester in the '70s, limiting her performances to short sessions. She returned to sing for Eva Gabor once more in *The Rescuers*, but for her remaining years, she and husband Geoff retired to Fillmore, California to focus on health, family, farming and numerous causes, particularly animal rights. Lester was sure the public had forgotten her when, at the beginning of the 21st century, she was delighted to receive fan messages and invitations for personal appearances.

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Despite her struggle with cancer, Lester managed to reunite with dear friend Tutti Camarata to celebrate The Walt Disney Company naming him a Disney Legend in 2003. To perform her very last role, Geoff helped her to the microphone to play a small part on the long-running radio series, *Adventures in Odyssey*.

In a segment on the first *The Aristocats* DVD, Richard Sherman echoed Camarata's words, remarking that Lester was blessed with a "gorgeous voice and could also mimic, or sound like anybody we needed her for… she was just delightful."

MIKE SAMMES

As leader of one of the world's most renowned and prolific vocal groups, Mike Sammes performed for decades in every form of media with some of the greatest names in entertainment.

The Mike Sammes Singers regularly astonished industry insiders with their versatility, professionalism and efficiency. "I could walk into Abbey Road studios in the morning with a huge list of projects to do with Mike and the singers," recalled Tutti Camarata. "At the end of the day, I'd walk out with an armful of finished tapes, ready to be mastered as records."

Born in Reigate, Surrey, England, Michael William Sammes studied music from childhood, forming his first group, The Coronets, after serving in the RAF. Among their earliest projects was backing up Columbia Records' popular Big Ben Banjo Band. A number of these recordings are still available today.

He formed The Mike Sammes Singers in 1957 and they worked continuously, backing up other performers or singing lead for recordings, commercials, films and the growing medium of television. The group gained a '60s pop culture following after singing several iconic TV theme songs for "Supermarionation" producer Gerry Anderson, including *Stingray* and *Supercar*.

Legends like Frank Sinatra, Judy Garland, Barbra Streisand and Olivia Newton-John recorded with The Mike Sammes Singers, but their most unique feat is undoubtedly their bizarre backup for The Beatles' "I Am the Walrus" on the album, *Magical Mystery Tour*. In a more conventional vein, they also provided vocals for "Goodnight" and "The Long and Winding Road."

On camera, Sammes and his group appeared on the global hit TV variety series, *This Is Tom Jones*, but most of the time they were the behind the scenes group of choice for film, TV, radio and records, sometimes uncredited or listed under a pseudonym. They could sing in a variety of English and American dialects.

Among their longest and most successful partnerships was with Tutti Camarata, who had been a music executive in London and knew the Sammes sound and reputation. From the mid-60s to the early '70s, a Disneyland or Buena Vista album or single could have just one Sammes performance or feature them entirely—in everything from children's records (*The Wizard of Oz*, *The Orange Bird*) and Disney scores (*Bedknobs and Broomsticks*, *The Happiest Millionaire*) to movie songs (*Chitty Chitty Bang Bang*, *Doctor Dolittle*) and Broadway show tunes (*Finian's Rainbow*, *Fiddler on the Roof*). The last category was part of a Buena Vista Records audiophile series called "FantaSound," named in tribute to the Oscar®-winning stereo technology created for Walt Disney's *Fantasia*.

Voice actors and musicians recorded in Hollywood and London would often be combined on the same record (on one album, *The Story and Songs of Heidi*, the role of Peter was played by different actors in each location). Sammes also played speaking roles, including the crocodile narrator of the Storyteller album, *George and The Happiest Millionaire*.

Years after his passing, the pervasive influence of Mike Sammes' body of work is destined to play on throughout the world—in hundreds of well-known musical productions, and also through the possibilities of undocumented performances yet to be discovered.

Greg Ehrbar

Two-time GRAMMY®-nominee Greg Ehrbar is in his 30th year with The Walt Disney Company. In his 45 years as a writer/editor/producer, he coauthored *Mouse Tracks: The Story of Walt Disney Records* with Tim Hollis; coedited Jimmy Johnson's *Inside the Whimsy Works: My Life with Walt Disney Productions* with Didier Ghez.

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THE LOST CHORDS

Producer Harry Tytle first brought a treatment for *The Aristocats* to Walt Disney's attention in 1962. At that time Tytle viewed the project as being a live action, two-part episode for the Disney Sunday night television series, with the idea that if it seemed to have theatrical potential, the two parts could be combined and it could first be released as a feature.

Walt immediately liked the idea, feeling that it merited production as a theatrical feature. Its storyline followed a mother cat who needs to find good homes for her kittens in order to save them from two scheming servants. These villians wish to eliminate the cats as intended heirs of their elderly mistress's fortune. Since this story was set in Paris, and would be filmed there, a plot point that appealed to both Tytle and Walt was that the mother cat chose to find homes for her kittens with humans who possessed typically French talents: artist, designer of fine jewelry, and chef, for example. This would underscore the reason for the Paris setting and add viewer interest.

Then in 1963 Tytle came to Walt, suggesting that the story treatment leant itself to an animated film. Walt agreed, advising Tytle to run the idea past Woolie Reitherman, director of recent animated features, as well as the key animators. They, too, liked the idea. And since songs were always an important component in Disney animated films, in 1964 Walt suggested that Richard and Robert Sherman—already having impressed Walt with their contributions to *Mary Poppins*—be brought onto the project to contribute their talents. Otto Englander, a Studio veteran with decades of experience in the Disney Animation Department was discussed for story development.

No great pressure was put on the small production team, and its pre-production moved at a leisurely pace. Unfortunately, the team didn't foresee how soon they would lose Walt, his creativity and decision-making.

After Walt's death in 1966, the project was taken away from Harry Tytle. Other producers became involved and some story points were dropped. The humans, with their typically French talents—an aspect Walt appreciated—were dropped and the scheming maid, Elvira, disappeared. Additionally, several of the songs prepared by the Sherman Brothers also vanished.

The Aristocats premiered on December 11, 1970, almost a full decade after it was first brought to Walt's attention. Even though the final film may not have reflected the exact treatment originally envisioned by Walt and Harry Tytle, the film was an unqualified box office success, and became a favorite with audiences around the world.

HOW MUCH YOU MEAN TO ME/
COURT ME SLOWLY

Performed by Richard M. and Robert B. Sherman. This song was planned for Edgar the butler and Elvira the maid, co-conspirators in getting the cats out of the way—permanently. As the song reveals, Edgar is not above a bit of shadiness where his partner in crime is concerned. His typical lover's terms of endearment in order to get her on his side, thinly mask his love for her share of the hoped-for inheritance. Totally smitten, Elvira's interest is in romance and being wooed.

POURQUOIS?

Also performed by the composers, this selection is an example of both Walt Disney and the Shermans' commitment to use songs to enhance character and storytelling. Madame Bonfamille, owner of the cats, has made a recording of a song that expresses the important place Duchess and her kittens occupy in her life. And of course, interesting action takes place while the song is playing, as the cats wonder how the familiar voice of their mistress is emanating from the strange machine. The cats even have a "singing" role in the song, their familiar purr sounding like the French word "pourquoi." (As agreed by Walt and Harry Tytle early during

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pre-production, the animals would be able to talk among themselves, but never have dialogue in the presence of humans.) Although this charming scene was dropped from the film, an "answer-back" of the song did appear in the movie during the sequence in which Duchess, knowing how necessary they are to Madame Bonfamille, explains to the alley cat O'Malley in the song "She Never Felt Alone" that she and the kittens must return home. The latter actually spoke-sung by Eva Gabor, is not included in this soundtrack, but the song (as intended) is included as a bonus track, and performed by Robie Lester.

MY WAY'S THE HIGHWAY
Performed by Richard M. Sherman. "Footloose and fancy-free" is certainly a term that applies to Thomas O'Malley, the vagabond alley cat, when he first encounters Duchess and her kittens. And the Shermans came up with this appropriate musical expression of his carefree ways and determination never to be tied down romantically. Of course, even the most determined bachelor may have his attitudes reformed when the right lady enters his life, as is the case by the end of the film. Why the new team in charge of the film dropped this song is unclear, since its replacement, Terry Gilkyson's "Thomas O'Malley Cat," accomplishes basically the same thing, merely adding a litany of names—Abraham de Lacy, etc.—that underscores his colorful heritage. Much of the original song was saved from oblivion, however, when the Shermans were able to revise it as "I'll Fly the Sky-Way" for inclusion on Disneyland Record's *The Orange Bird* album, which was created for a character designed for the opening of the Magic Kingdom® Park at Walt Disney World® Resort in 1971.

LE JAZZ HOT
Also performed by Richard M. Sherman. O'Malley's friends in Paris, an assortment of alley cats of varying nationalities, are aficionados of the new twentieth century musical sound "jazz." It was planned to have Louis Armstrong, widely known as "Satchmo," provide the voice for the leader of the alley cats, and the character was named Satchmo Cat in tribute to him. Armstrong had been a long-time favorite of the Shermans and their composer father Al Sherman, the legendary musician having performed many of their original songs. The Sherman Brothers wrote this song with Armstrong in mind, but ill health made it necessary for him to leave the project. Both song and voice actor were replaced, and when Scatman Crothers was chosen as the new voice actor, the character was renamed Scat Cat after him. The new song was "Ev'rybody Wants to Be a Cat" by Floyd Huddleston and Al Rinker.

Russell Schroeder
Russell Schroeder worked as an artist for The Walt Disney Company for twenty-nine years. In addition to *Disney's Lost Chords Volumes 1 & 2*, Russell authored several other books including *Disney: The Ultimate Visual Guide*, and *Mickey Mouse: My Life In Pictures*.

Every soundtrack restoration has its own unique set of challenges and surprises. *The Aristocats* was no exception.

We were fortunate to find the selected takes for George Bruns' complete underscore. They are 3-track recordings, but not laid out in the typical "left, center, right" arrangement like *Mary Poppins* or even *20,000 Leagues Under the Sea*. In those cases, the microphones are arranged to capture the full semi-sphere of the orchestra—giving, in essence, a stereo-like image. *The Aristocats* recordings were quite different, with strings on channel 1, woodwinds on channel 2 and brass and percussion on channel 3. This wasn't done for stereo separation as much, we believe, as for retaining fluid control of the mix throughout production. They did spread, however, the image minutely for a light stereo sound in the film's final mix. Using some of the digital technology now at out fingertips, we decided to deepen the image a bit further than the film and to emulate a stereo sound.

This decision also brought with it an unforeseen problem. For some unknown reason, the music bed for the film's keynote song, "Ev'rybody Wants to Be a Cat" was recorded mono (as was the Finale version of the song). We did a little tinkering and tried to make this mono track feel more stereo. After the trio of Duchess, O'Malley and Scat Cat, the song gets back to tempo. For this section, we found overdubs of xylophones, percussion and brass, which helped us end the song in a big way. In the film, the song just fades out. But we had the entire music bed—which actually ended. So while the vocals fade, the band keeps playing.

There was also an unfortunate discovery. A few of the cues reveal some distortion. Others were recorded at too high a volume and distorted. These flaws are present in the film, but are either covered by dialog or sound effects. But on a soundtrack album, these few sections are bare and exposed. We did the best we could to restore these spots, but there is only so much one can do.

On "Thomas O'Malley" we found a neat surprise. In the film, O'Malley begins the song A Capella. Well, that little vamp intro was originally scored, so we've included it for the album. Another discovery was in the track "The Goose Steps High." The theme's first appearance in the film fades out in the middle of the cue. After a brief moment, the cue fades back in and ends. For this album, there is no fade and you'll hear the entire cue as recorded.

In all, we are pleased to present for the very first time, the complete soundtrack for *The Aristocats*. It truly is a fun listen and so very musically "Disney" of the late 1960s, early '70s. Take a listen, and I know you'll hear what I mean.

Randy Thornton
Restoration Producer

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THE ARISTOCATS

Performed by Maurice Chevalier
Written by Richard M. Sherman and Robert B. Sherman
Published by Wonderland Music Company, Inc. (BMI).
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Which pets' address is the finest in Paris?
Which pets possess the longest pedigree?
Which pets get to sleep on velvet mats?
Naturellement! The Aristocats!

Which pets are blessed with the fairest
forms and faces?
Which pets know best all the gentle social graces?
Which pets live on cream and loving pats?
Naturellement! The Aristocats!

They show Aristocatic bearing
When they're seen upon an airing
And Aristocatic flair in what they do and
what they say!

Aristocats are never found
In alleyways or hanging around
The garbage cans where common kitties play, oh no

Which pets are known to never show their claws?
Which pets are prone to hardly any flaws?
To which pets do the others tip their hats?
Naturellement! The Aristocats!

Aristocats *ils sont toujours*
Même quand ils font un petit tour
Toujours précieux là ou ils vonts
Ils sont fiers de leur éducation
Dédaignant les ruelles
Ils préférent les bars aux poubelles
Dont se contentent, trop vulgaires
Les chats de gouttière

Oh, pouah!

Quels "mi-a-ous"
Réprouvent les gros mots?
Quels "chats chouchous"
S'estiment sans défaut?
Et devant qui
Les autres chats tirent leurs chapeaux?
Mais naturellement! Mais naturellement!
Oh, mais naturellement!
Les Aristocats!

SCALES AND ARPEGGIOS

Performed by Liz English, Robie Lester, Dean Clark and Gary Dubin
Written by Richard M. Sherman and Robert B. Sherman
Published by Wonderland Music Company, Inc. (BMI).
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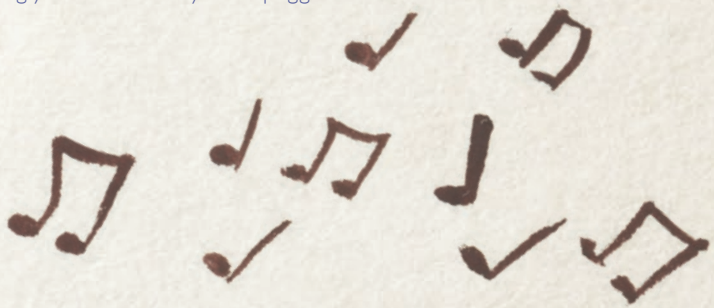
Do mi so do do so mi do
Ev'ry truly cultured music student knows
You must learn your scales and your arpeggios
Bring the music ringing from your chest
and not your nose
While you sing your scales and your arpeggios

If you're faithful to your daily practicing
You will find your progress is encouraging

Do mi so mi do mi so mi fa la
So it goes
When you do your scales and your arpeggios

Do mi so do do so mi do
Do mi so do do so mi do
Though at first it seems as though it doesn't show
Like a tree, ability will bloom and grow
If you're smart you'll learn by heart what
ev'ry artist knows
You must sing your scales and your arpeggios



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THOMAS O'MALLEY CAT

Performed by Phil Harris
Music and Lyrics by Terry Gilkyson
Published by Wonderland Music Company, Inc. (BMI).
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I like a cheech-a-cheech-chee-roni
Like they make at home or
A healthy fish with the big backbone
I'm Abraham deLacy
Giuseppe Casey
Thomas O'Malley
O'Malley, the alley cat!
I've got that wanderlust

Gotta walk the scene
Gotta kick up highway dust
Feel the grass that's green
Gotta strut them city streets
Showin' off my éclat, yeah
Tellin' my friends of the social elite
Or some cute cat
I happen to meet
That I'm Abraham deLacy
Giuseppe Casey
Thomas O'Malley
O'Malley, the alley cat!

I'm king of the highway
Prince of the boulevard
Duke of the avant garde
The world is my backyard
So if you're goin' my way
That's the road you wanna seek
Calcutta to Rome or
Home-sweet-home in Paris
Magnifique, you all

I only got myself
And this big old world
But I sip that cup of life
With my fingers curled
I don't worry what road to take
I don't have to think of that
Whatever I take is the road I make
It's the road of life make no mistake, for me
Yeah, Abraham deLacy
Giuseppe Casey
Thomas O'Malley
O'Malley, the alley cat!
That's right
And I'm very proud of that
Yeah!

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EV'RYBODY WANTS TO BE A CAT

Performed by Scatman Crothers, Phil Harris,
Thurl Ravenscroft, Robie Lester and Liz English
Music by Al Rinker, Lyrics by Floyd Huddleston
Published by Walt Disney Music Company (ASCAP).
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Well, little lady, let me elucidate here.

Ev'rybody wants to be a cat
Because a cat's the only cat
Who knows where it's at!

Tell me
Ev'rybody's pickin' up on that feline beat
'Cause ev'rything else is obsolete
A square with a horn
Makes you wish you weren't born
Ev'ry time he plays
But with a square in the act
You can set music back
To the caveman days

I've heard some corny birds who tried to sing
But still a cat's the only cat who knows how to swing!
Who wants to dig a long-haired gig and stuff like that
When ev'rybody wants to be a cat

A square with a horn
Makes you wish you weren't born
Ev'ry time he plays
Oh a rinky tinky tinky
With a square in the act
You can set music back
To the caveman days
Oh a rinky tinky tinky

Yes, ev'rybody wants to be a cat
Because a cat's the only cat
Who knows where it's at!
When playing jazz
You always has a welcome mat
'Cause ev'rybody digs a swingin' cat

If you want to turn me on
Play your horn, don't spare the tone
And blow a little soul into the tune

Let's take it to another key

Modulate, and wait for me
I'll take a few ad-libs and pretty soon...

The other cats will all commence
Congregatin' on the fence
Beneath the alley's only light

Where every note is out of sight

Ev'rybody, ev'rybody, ev'rybody wants to be a cat
Hallelujah!
Repeat

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DISC ONE

1. MAIN TITLE/THE ARISTOCATS
Performed by Maurice Chevalier
2. THANKS ED/UP THE STAIRCASE
3. DUET OF MICAELA AND DON JOSÉ
4. HABANERA
5. THE WILL/KITTEN FUN
6. ALLEY CAT/SLEEP KITTEN
7. SCALES AND ARPEGGIOS
Performed by Liz English, Robie Lester, Dean Clark and Gary Dubin
8. NICE MELODY
9. THE BUTLER SNEAK
10. TWO DOGS AND A CYCLE
11. COLD NIGHTS/NO CATS
12. THOMAS O'MALLEY CAT
Performed by Phil Harris
13. CAT'S LOVE THEME
14. CAT'S MEOW
15. SHE NEVER FELT ALONE
16. IT'S THE BUTLER/HEADLINES
17. NINE LIVES/RAILROAD DEPOT
18. SAFE
19. THE GOOSE STEPS HIGH
20. HOW ROMANTIC/
THE GOOSE STEPS HIGH AGAIN
21. HERE COMES EDGAR
22. THE BUTLER SPEAKS
23. GIT IT GOOD/THE BUTLER DID IT
24. MY PAREE
25. EV'RYBODY WANTS TO BE A CAT
Performed by Scatman Crothers, Phil Harris,
Thurl Ravenscroft, Robie Lester and Liz English
26. PARIS NIGHT
27. PRETTY MELODY
28. MY PAREE
29 WHERE ARE MY CATS
30. FIND O'MALLEY
31. BLUES
32. CAT CHASE
33. THE BUTLER/AFTER HER
34. MY PAREE
35. EV'RYBODY WANTS TO BE A CAT (FINALE)
Performed by Scatman Crothers, Phil Harris, Ruth Buzzi and Chorus

DISC TWO

THE LOST CHORDS OF THE ARISTOCATS

1. HOW MUCH YOU MEAN TO ME/
COURT ME SLOWLY *Demo*
Performed by Richard M. and Robert B. Sherman
2. HOW MUCH YOU MEAN TO ME/
COURT ME SLOWLY
Performed by Corey Burton and Kate Higgins
3. POURQUOIS? *Demo*
Performed by Richard M. Sherman
4. POURQUOIS?
Performed by Kate Higgins
5. MY WAY'S THE HIGHWAY *Demo*
Performed by Richard M. Sherman
6. MY WAY'S THE HIGHWAY
Performed by Randy Crenshaw
7. LE JAZZ HOT *Demo*
Performed by Richard M. Sherman
8. LE JAZZ HOT
Performed by Ty Taylor

BONUS TRACKS

9. THE ARISTOCATS *Album Version*
Performed by The Mike Sammes Singers
10. SCALES AND ARPEGGIOS *Album Version*
Performed by Susan Novack, Gregory Novack, Victor Sweler
and The Mike Sammes Singers
11. SHE NEVER FELT ALONE *Album Version*
Performed by Robie Lester
12. THOMAS O'MALLEY CAT *Album Version*
Performed by Phil Harris
13. EV'RYBODY WANTS TO BE A CAT *Album Version*
Performed by Phil Harris and The Mike Sammes Singers

Soundtrack Credits

Disc One

Restoration Producer: Randy Thornton
Mixed and Mastered by Jeff Sheridan
Score Composed by George Bruns
Published by Walt Disney Music Company (ASCAP).
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All Score Composed by George Bruns
Except: "Duet of Micaela and Don José" and "Habanera"
Music by Georges Bizet, Arranged by George Bruns

All Songs by Richard M. Sherman and Robert B. Sherman
Except: "Thomas O'Malley Cat"
Music and Lyrics by Terry Gilkyson
"Ev'rybody Wants to Be a Cat" and "Ev'rybody Wants
to Be a Cat (Finale)"
Music by Al Rinker, Lyrics by Floyd Huddleston

All Songs Published by Walt Disney Music Company (ASCAP).
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Except: "The Aristocats," "Scales and Arpeggios," "Thomas
O'Malley Cat" and "She Never Felt Alone"
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Disc Two

The Lost Chords of The Aristocats
Produced by Randy Thornton
Recorded and Mastered by Jeff Sheridan
Arrangements by Jerry Cleveland

All Songs by Richard M. Sherman and Robert B. Sherman
Except: "Thomas O'Malley Cat Album Version"
Music and Lyrics by Terry Gilkyson
"Ev'rybody Wants to Be a Cat"
Music by Al Rinker, Lyrics by Floyd Huddleston

All Music Published by Wonderland Music Company, Inc. (BMI).
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Except: "Ev'rybody Wants to Be a Cat Album Version"
Published by Walt Disney Music Company (ASCAP).
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Very special thanks to Richard Sherman

Creative Direction: Dave Snow and Steve Gerdes
Package Design: Steve Gerdes
Original Paintings and Illustrations: Lorelay Bové

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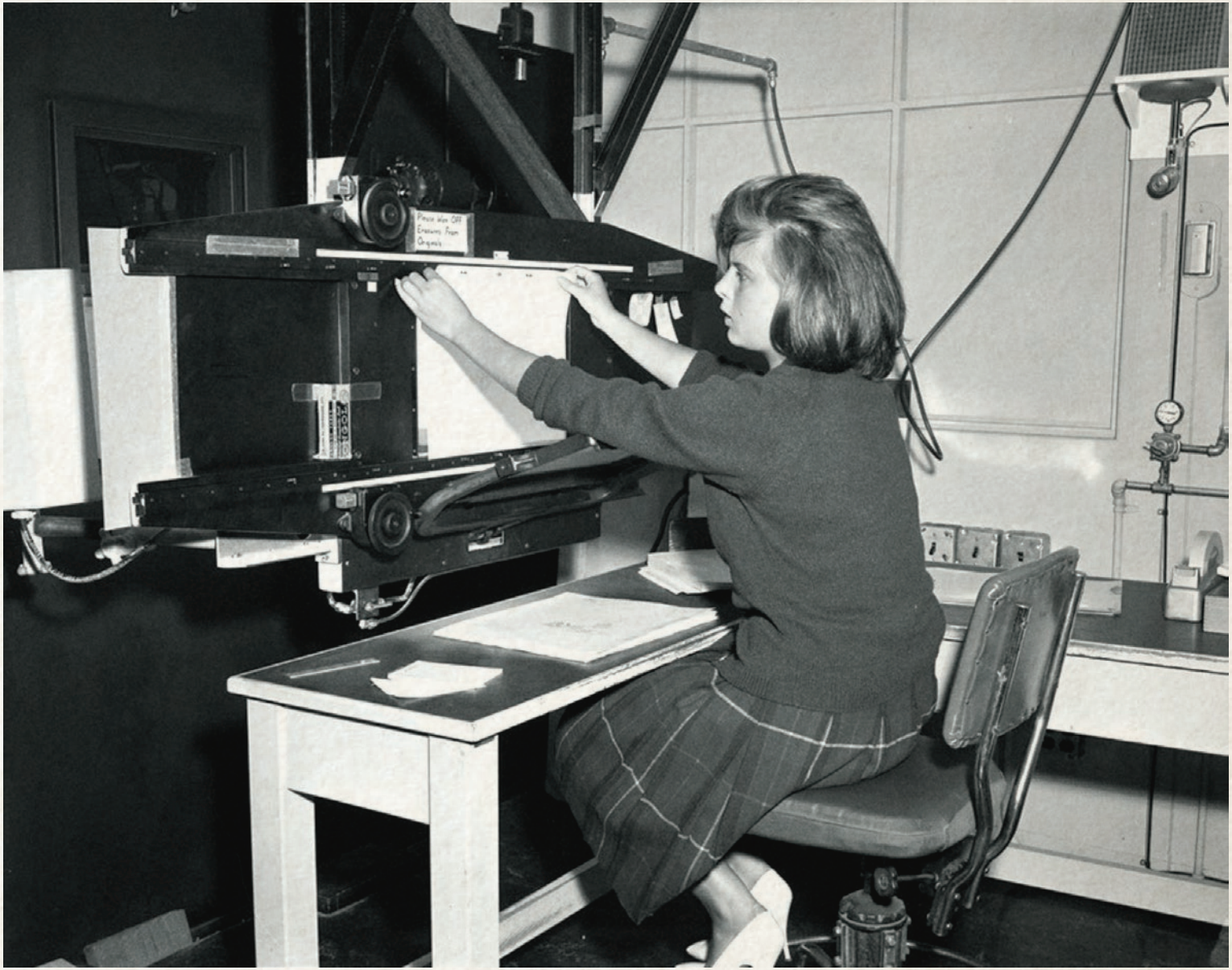

The Artistocats was the fourth Disney animated film to use the xerography process in which the drawn animation was transferred to acetate cels using a photographic process. There were several scenes in *Sleeping Beauty* that used the process but it was *One Hundred and One Dalmatians* in which the process was first utilized for the entire film. In this photo, Christel Klinge, a member of the Xerox department, is placing a drawing on pegs to be photographed and then transferred to the cel.

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These two pages show a selection of visual development art by Ken Anderson the production designer on *The Aristocats*. He had a prolific career at Disney beginning as an animator in 1934. Anderson would advance to art director on *Snow White and the Seven Dwarfs*, *Pinocchio*, the Pastoral sequence in *Fantasia,* and *The Sword and the Stone*. He also served as production designer on *Sleeping Beauty, One Hundred and One Dalmatians* and *The Fox and the Hound*.

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ALLEY CATS

On this and the previous page are some additional visual development art pieces featuring various characters in *The Aristocats*. The piece of art on the bottom of the previous page is attributed to Ken Anderson and the remaining pieces are by unknown studio artists.

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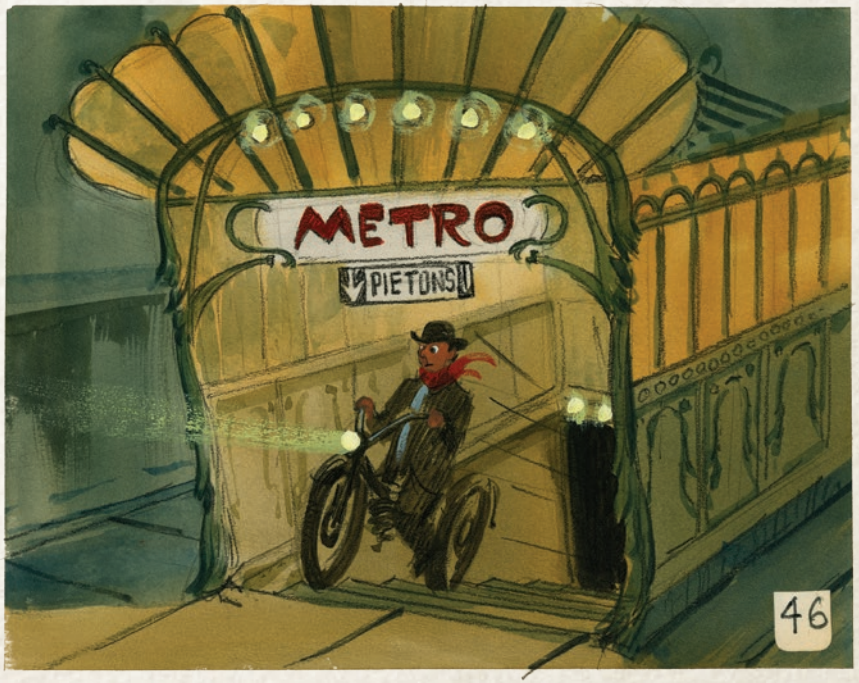

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There was a wide variety of visual development art created for *The Artistocats*. Many involved various locations around Paris in which the film is set. The Disney artists always do meticulous research into the time periods and locations of each animated film in order to bring a level of authenticity and believability to the world that is being created for the characters. They certainly captured the look of 1910 Paris in these studies.

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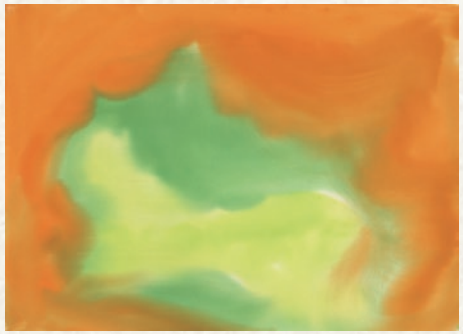
This spread showcases a selection of production backgrounds with some including the cel setup for the characters. The two backgrounds on the far left capture the flavor of the film's Parisian architecture. There is no doubt that production designer Ken Anderson's education in architectural design came in handy for the diverse locations of Paris.

The three backgrounds on the bottom are from the *Ev'rybody Wants to Be a Cat* sequence. Notice the psychedelic art influence of the late '60s early '70s in these background which were used as filters to flash and move about over the more refined backgrounds during the song in the film.



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The Aristocats was the twentieth animated film to be released by the studio. It was also the last one that Walt Disney approved himself for production and was the first animated film produced after his death in 1966. The film had five out of the "Nine Old Men;" Ollie Johnston, Milt Kahl, Eric Larsen, John Lounsbery and Frank Thomas, animating on the film with Woolie Reitherman directing. On this page is a selection of painted cels and on the next page is a final frame from the film.

Dave Bossert
Producer/Creative Director
Walt Disney Animation Studios

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